

EXHIBIT A

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: _____
W. R. GRACE & CO., et al.¹) Chapter 11
Reorganized Debtors.)
) Case No. 01-01139 (KG)
) (Jointly Administered)
) Re docket no. _____
) Hearing Agenda item no. _____

**ORDER GRANTING SUMMARY JUDGMENT PURSUANT TO FED. R. BANKR. P.
7056 AS TO CLAIM NO. 7021, FILED BY NORFOLK SOUTHERN RAILWAY
COMPANY, AND ALLOWING CLAIM NO. 7021 IN PART, AND DISALLOWING THE
CLAIM IN PART**

Upon consideration of the Reorganized Debtors' *Motion for Summary Judgment Pursuant to Fed. R. Bankr. P. 7056 For Partial Allowance and Partial Disallowance of Claim No. 7021, Filed by Norfolk Southern Railway Company* (the "Motion") and the Reorganized Debtors' *Memorandum in Support of the Reorganized Debtors' Motion For Summary Judgment Pursuant to Fed. R. Bankr. P. 7056 For Partial Disallowance of Claim No. 7021, Filed by Norfolk Southern Railway*; it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co. Conn. ("Grace-Conn.").

been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Motion is granted in its entirety.
2. Claim no. 7021 is Allowed in the amount of \$6,995.35, and is disallowed in all other respects.
3. The Reorganized Debtors are authorized to take all actions that may be necessary to pay the Allowed amount of the claim and to reflect such allowance, including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect such allowance.
4. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 6004(a) and the local rules of the Court are satisfied by such notice.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order and the disallowance of the Claims.
6. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2016

Honorable Kevin Gross
United States Bankruptcy Judge

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.